

# FREQUENTLY ASKED QUESTIONS

DISCOVERY HEALTH MEDICAL SCHEME  
2023





# Frequently Asked Questions: Discovery Health Medical Scheme (“DHMS”/“the Scheme”) Annual General Meeting (“AGM”)

## 1. Purpose of the AGM and attendance

### 1.1 What is the purpose of the AGM?

The purpose of the AGM is to afford Principal Members of the Scheme who are in good standing the opportunity to participate (speak) and vote on certain Scheme matters and when relevant, elect new Trustees when the terms of incumbent Trustees expire.

The business of the AGM includes the following:

- Member approval of the previous year’s AGM minutes
- Tabling of the previous year’s integrated report and financial statements
- Tabling of the Trustee Remuneration Policy and Trustee Remuneration for the current year
- Tabling of the appointment of the External Auditors
- When relevant, tabling of valid motions received from Members
- When applicable, the election of members to fill vacant Trustee positions

The following matters are voted on by means of a ballot:

- Approval of the Trustee Remuneration for the current year, which was tabled during the meeting
- Non-binding Advisory Vote on the Trustee Remuneration Policy, which was tabled during the meeting
- Approval of the appointment of the External Auditor, which was tabled during the meeting
- When relevant, approval of valid motions received from Members which were tabled during the meeting
- When applicable, the election of members to fill vacant Trustee positions

### 1.2 Where can I find more information about the AGM?

For more information on the AGM, visit our website at <https://www.discovery.co.za/medical-aid/notices> to view the Notice of the AGM. This will provide you with the information you require regarding the AGM.

### 1.3 What if I cannot attend the AGM?

You can nominate **one** proxy to authorise them to attend, speak and vote on your behalf. The individual nominated to be your proxy has to be a Principal Member of DHMS in good standing (contributions not in arrears). Refer to section 3 below.

Alternatively, a live streaming facility will be available for you to view the AGM on 08 June 2023 at 09:00 by following the link: <https://www.corpcam.com/DHMS2023AGM>.

### 1.4 Will I be able to participate in and vote at the AGM by joining the live streaming?

Unfortunately not as the AGM is an in-person meeting.

Live streaming is when the streamed video is sent over the internet in real time, allowing participants to only view the live meeting without being able to speak and cast their votes at the AGM.

### 1.5 Will I be able to ask a question at the AGM?

Yes. Only Principal Members in good standing and those holding valid proxies who are physically present at the AGM venue will be able to ask questions at the AGM.

## 2. Registration to attend and vote at the AGM

### 2.1 How do I register to attend the AGM?

The AGM will be held at Auditorium 1, 1 Discovery Place, corner of Katherine Street and Rivonia Road, Sandton, Gauteng. Registration to attend the AGM will be open from 07:00 to 09:00 at the venue.

If you are not a Discovery Health Medical Scheme Principal Member, you can register to attend the meeting as a guest.



Members attending the AGM must bring their membership card and any of the following identification documents:

- South African ID book or Smart ID card
- South African Driver's License
- Passport

In this regard, in conjunction with the above-mentioned identification documents, either a physical DHMS membership card or a digital membership card (available to DHMS members logged into the Discovery mobile app, under the medical aid tab) is acceptable.

Please note that copies of identification documents or membership cards will not be accepted.

2.2 I am a Principal Member of DHMS. What do I do if my request to register to attend and vote at the AGM is denied?

Rule 25.1.3 of the Scheme Rules state that only Principal Members in good standing will be permitted to participate, which includes voting, at the AGM. To be in good standing means that all of your contributions to the Scheme in respect of your membership are up to date.

Should your contributions be in arrears, you are no longer in good standing, which in turn impacts your eligibility to participate and vote at the AGM. You may still register to attend the AGM as a guest and will not be able to participate and vote at the AGM.

To confirm whether you are a Principal Member in good standing please contact the Discovery Health Call Centre on 0860 99 88 77.

Alternatively, Discovery Health Client Relationship Managers will be available on the day of the AGM to assist with any queries you may have.

2.3 Who can register to attend and vote at the AGM?

Anyone can register to attend the AGM, however, only Principal Members of the Scheme who are in good standing (contributions not in arrears on the date of the AGM) will be permitted to register to participate in and vote at the meeting.

### 3. Proxy appointment process

3.1 What is a proxy?

A proxy is a Principal Member in good standing (contributions not in arrears) authorised in terms of the Scheme Rules to act on behalf of another Principal Member in good standing in circumstances where the Principal Member is unable to attend a meeting.

3.2 Proxy appointment process

A proxy can only be nominated by another Principal Member. A Principal Member ("proxy giver") wishing to appoint a proxy to attend the AGM and vote on their behalf can do so by following the link: <https://reg.lumiengage.com/discovery-health-medical-scheme-agm-2023/proxy>.

The proxy giver must provide the following information relating to themselves, as well as for the Principal Member they wish to appoint as their proxy:

- Membership number
- Full names (as per identity document)
- Surname
- Email address
- Mobile number

The proxy giver can specify how they require the nominated proxy holder to vote on their behalf:

- Instructional voting – the proxy giver instructs the nominated proxy holder how to cast their votes on their behalf. Once the nominated proxy holder registers to vote, instructional votes will be automatically captured and do not require the nominated proxy holder to cast any votes in this regard.



- Discretionary voting – the proxy giver has no specific voting preference and the nominated proxy holder may cast their vote on behalf of the proxy giver as they see fit.

Once all information has been captured by the proxy giver, a summary screen will reflect all information provided by the proxy giver. The proxy giver will be required to agree to the Terms and Conditions on the summary screen before being able to continue with the proxy appointment process.

Once the proxy appointment request has been submitted, both the proxy giver and nominated proxy will receive an email notification, confirming the submission.

The nominated proxy will then receive an automated email from the Lumi platform requesting confirmation from the nominated proxy of their acceptance of the appointment as a proxy. Once the nominated proxy accepts the proxy appointment, another email will be received by the proxy giver and nominated proxy to confirm the appointment as proxy.

The Independent Electoral Body (“IEB”) shall screen the proxy appointment submission and shall determine its validity, prior to the AGM. The IEB’s decision as to the validity of a proxy appointment will be final and binding.

A Principal Member in good standing attending the AGM may be appointed as proxy by more than one Principal Member, to attend, speak and vote on their behalf.

*Proxy appointments can only be submitted online via the Lumi platform and as such, no written proxy appointments will be accepted.*

To be valid, the proxy form must be submitted on the Lumi platform no less than 7 days before the date and time appointed for the holding of the AGM. As the AGM is to be held on 08 June 2023 at 09:00, proxy appointments must be submitted by no later than 09:00 on 01 June 2023.

All queries that relate to the proxy appointment process must be directed to Mazars only, at telephone number 011 547 4212 or email: [DHMS2023AGM@mazars.co.za](mailto:DHMS2023AGM@mazars.co.za). Mazars will be the only party that will respond to any queries related to the proxy appointment process.

## 4. Lumi platform

4.1 Will I be paying to access the Lumi platform?

You will only incur data charges for data consumed to access the Lumi platform.

4.2 Will my personal information be shared with Lumi?

The Lumi platform offers services related to the appointment of proxies, electronic voting and fully auditable reporting for conducting legally-binding and shareholder/trustee meetings. The Scheme is making use of the Lumi platform for this purpose.

The only personal information that will be visible to Lumi is the personal information provided by attendees during the proxy appointment and electronic voting processes, which include full names and surname, email address, mobile phone number, DHMS membership number and identity number of registered voters and proxies.

*By making use of the Lumi platform to appoint a proxy and/or cast your vote at the AGM, you give Lumi Technologies SA Pty Ltd consent to process your personal information on behalf of Discovery Health Medical Scheme (“the Scheme”) for purposes of ascertaining your membership status with the Scheme and establishing your eligibility to appoint a proxy and vote at the AGM.*

## 5. Motions

5.1 What is a Motion?

A motion is a formal proposal put to the AGM for discussion and resolution and must be for the benefit of and/or in the best interest of the Scheme and its Members.

1. Only a Principal Member in good standing may submit a motion.
2. Motions must be framed in terms that are definite, concise and free from ambiguity. A detailed motivation shall accompany the motion. Without a detailed motivation the motion will not be valid.



3. The Principal Member concerned shall first be required to engage with the Scheme/Trustees in good faith on the subject of his/her intended motion.
4. A motion may not deal with matters affecting the operations of the Scheme, or matters that fall beyond the scope of the AGM, and include matters that affect how the Trustees may exercise their fiduciary or statutory duties, that fetter the Trustees' discretion or compel/instruct the Trustees to act (whether by commission or omission) in a predetermined manner, and where the proposed motion would be inconsistent with or in contravention of the Medical Schemes Act or these Rules.
5. All motions received by the Principal Officer will be evaluated by the Board, based on the above guidelines and only valid motions will be put to the meeting.

## **6. What is a Non-binding Advisory Vote?**

A Non-binding Advisory Vote will not be binding on or overrule any decisions by the DHMS Board of Trustees ("Board") and will not create or imply any additional fiduciary duty on the part of the Board. This vote is not to approve or disapprove the Board's recommendations relating to Trustee remuneration; however, the Board will take into account the outcome of the vote when considering amendments to the Trustee Remuneration Policy.

## **7. What is a quorum?**

A quorum is the minimum number of members required to be present at the AGM for the proceedings of the AGM to be valid.

According to Rule 25.1.4 of the Scheme Rules, at least 15 Members of the Scheme present either virtually or in person at the AGM constitute a quorum.

If a quorum is not present 30 minutes after the time fixed for the commencement of the meeting, the meeting must be postponed. The postponement date will be determined by the Board.

## **8. Where can I find the integrated report?**

The integrated report can be found at <https://www.discovery.co.za/medical-aid/annual-reports-and-financials>.

## **9. Where can I find the Scheme Rules?**

The Scheme Rules, as approved by the Council of Medical Schemes, can be found at <https://www.discovery.co.za/medical-aid/scheme-rules>. You will need to log in with your user credentials to obtain the registered Scheme Rules.

## **10. When will the voting results be available?**

The results of all matters voted on at the AGM will be available within 14 days after the AGM and will be published on the website for members to access at <https://www.discovery.co.za/medical-aid/notices>.